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Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-2191

9315-E
RECORDATION NO. FILED 1425

J. Gary Lane
Senior General Attorney

Writer's Direct Dial Number

MAY 21 1991 -3 55 PM

(804) 629-2818

INTERSTATE COMMERCE COMMISSION

May 15, 1991

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D. C. 20423

1-141A075

MAY 21 3 50 PM '91
RECORDING UNIT

Dear Mr. Strickland:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission three (3) counterparts, properly executed and acknowledged, of the document described below.

This document is a Release and Satisfaction and Bill of Sale, a secondary document, dated as of May 7, 1991. The primary document to which this is connected is recorded under Recordation No. 8315.

The names and addresses of the parties to the secondary document are as follows:

LESSOR/TRUSTEE: CoreStates Bank, N.A. (formerly First Pennsylvania Bank N.A.)
30 South 30th Street
Philadelphia, PA 19104

LESSEE/GUARANTOR: Norfolk and Western Railway Company
Three Commercial Place
Norfolk, VA 23510

The equipment originally covered by the document is generally described as follows:

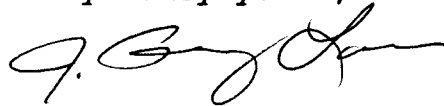
<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (both inclusive)</u>
313	100-ton Open Top Hopper Cars	HT	140001-140313
115	70-ton Boxcars	XF	57854-57968
750	100-ton Gondola Cars	GBS	189750-190499

A fee of \$15.00 is enclosed. Please return two of the original counterparts of the document, stamped with the Commission's recordation data, to J. Gary Lane, Norfolk Southern Corporation, Three Commercial Place, Norfolk, Virginia 23510.

A short summary of the document to appear in the index follows:

Release and Satisfaction and Bill of Sale dated as of May 7, 1991, to terminate Equipment Trust Agreement with Recordation No. 8315, dated May 1, 1976, and covering 313 open top hopper cars numbered NW 140001-140313, 115 boxcars numbered NW 57854-57968, and 750 gondola cars numbered NW 189750-190499.

Very truly yours,

A handwritten signature in black ink, appearing to read 'J. Gary Lane', written in a cursive style.

J. Gary Lane

jgl

Enclosures

8315-E
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NORFOLK AND WESTERN RAILWAY EQUIPMENT TRUST
Series No. 3

INTERSTATE COMMERCE COMMISSION

RELEASE AND SATISFACTION AND BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that CoreStates Bank, N. A. (successor by merger to First Pennsylvania Bank N.A.) (the "Trustee"), Trustee under an Equipment Trust Agreement dated as of May 1, 1976, as supplemented (the "Agreement"), between the Trustee and Norfolk and Western Railway Company (the "Railroad"), providing for the formation of Norfolk and Western Railway Equipment Trust, Series No. 3 (the "Equipment Trust"), hereby certifies that all of the principal of the Trust Certificates and dividend warrants attached thereto issued under the Equipment Trust have been fully paid and that all of the obligations of the Railroad under the Agreement have been fully complied with and performed.

WHEREFORE, in consideration of \$1.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Trustee hereby declares the Agreement to be satisfied and canceled, consents that the same be discharged of record, hereby sells, assigns, conveys, transfers, sets over, releases and quitclaims unto the Railroad, its successors and assigns, as its and their absolute property, all of the Trustee's right, title and interest in and to the railroad equipment subject to the Equipment Trust and releases the Railroad, its successors and assigns, from any and all obligations of the Agreement.

IN WITNESS WHEREOF, the Trustee has caused its name to be signed hereto by one of its duly authorized officers under its corporate seal attested by one of its ~~Assistant Secretaries~~, this 7th day of May, 1991. ASSISTANT VICE PRESIDENT

CORESTATES BANK, N.A.,
as Trustee

By: CWad
Title: CORPORATE TRUST OFFICER

ATTEST:

[Signature]
~~Assistant Secretary~~
ASSISTANT VICE PRESIDENT

COMMONWEALTH OF Pennsylvania)
COUNTY OF Philadelphia) ss.:

On this 7th day of May, 1991, before me,
a Notary Public, personally appeared Cathy Wiedecke,
to me personally known, who, being by me duly sworn, says he is a
Corporate Trust Officer of CoreStates Bank, N.A., that the seal
affixed to the foregoing instrument is the corporate seal of said
corporation, that said instrument was signed and sealed on behalf
of said corporation by authority of its Board of Directors, and
he acknowledged that the execution of the foregoing instrument
was the free act and deed of said corporation.

Ronald E. Snyder
Notary Public

My commission expires:

